

Form 5471

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate Instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01 , 2001 , and ending 12/31 , 2001

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)**Name of person filing this return**

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)
5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01 , 2001 , and ending 12/31 , 2001

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 2 3 4 5 **C Enter the total percentage of the foreign corporation's voting stock
you owned at the end of its annual accounting period** 100 %**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)
Shareholder	Officer	Director	

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

W. R. GRACE TAIWAN, INC.

NO 38, PEI-YUAN ROAD

CHUNG-LI, TABYUAN, TAIWAN R.O.C.

b Employer identification number, if any**c Country under whose laws incorporated**

TAIWAN

d Date of incorporation	e Principal place of busn.	f Principal business activity code number	g Principal business activity	h Functional currency
09/15/86	REPUBLIC OF CHINA	325900	OTHER CHEMICAL PRODUCT MFG	New Taiwan Dollar

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE	b If a U.S. income tax return was filed, please show: (i) Taxable income or (loss) (ii) U.S. income tax paid (after all credits)

c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different M. LIANG

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	23,000	23,000

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate Instructions.

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Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO-CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	23,000	23,000	
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.				

Schedule C Income Statement (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	143,468,489.	4,238,059.
	b Returns and allowances	1,275,282.	37,672.
	c Subtract line 1b from line 1a.....	142,193,207.	4,200,387.
	2 Cost of goods sold	92,616,962.	2,735,905.
	3 Gross profit (subtract line 2 from line 1c).....	49,576,245.	1,464,482.
	4 Dividends	4	
	5 Interest	5 -3,568,768.	-105,421.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
DEDUCTIONS	8 Other income (attach schedule)	SEE. STATEMENT. 1	-33,490.
	9 Total income (add lines 3 through 8).....	9 44,873,747.	1,325,571.
	10 Compensation not deducted elsewhere	10 18,357,679.	542,286.
	11 Rents, royalties, and license fees	11 8,565,807.	253,034.
	12 Interest	12	
	13 Depreciation not deducted elsewhere.....	13 1,911,889.	56,477.
	14 Depletion.....	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 22,846.	675.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	16 21,625,973.	638,831.
NET INCOME	17 Total deductions (add lines 10 through 16).....	17 50,484,194.	1,491,303.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 -5,610,447.	-165,732.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 848,247.	25,057.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20).....	21 -6,458,694.	-190,789.

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 TAIWAN	671,037.	0307030	20,603.
3			
4			
5			
6			
7			
8 Total.....			20,603.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	136,617.	97,633.
2a Trade notes and accounts receivable.....	1,224,171.	1,007,869.
b Less allowance for bad debts.....	(8,098.)	(-17,589.)
3 Inventories	352,801.	334,864.
4 Other current assets (attach schedule).....	SEE STATEMENT .3.	
5 Loans to stockholders and other related persons.....		
6 Investment in subsidiaries (attach schedule).....		
7 Other investments (attach schedule).....	SEE STATEMENT .4.	
8a Buildings and other depreciable assets.....	1,044,444.	907,102.
b Less accumulated depreciation	(346,766.)	(297,964.)
9a Depletable assets.....		
b Less accumulated depletion.....		
10 Land (net of any amortization).....		
11 Intangible assets:		
a Goodwill.....		
b Organization costs.....		
c Patents, trademarks, and other intangible assets.....		
d Less accumulated amortization for lines 11a, b, and c.....		
12 Other assets (attach schedule).....	SEE STATEMENT .5.	
13 Total assets	2,497,424.	2,150,521.
Liabilities and Stockholders' Equity		
14 Accounts payable.....	74,211.	29,077.
15 Other current liabilities (attach schedule).....	SEE STATEMENT .6.	
16 Loans from stockholders and other related persons.....		
17 Other liabilities (attach schedule).....		
18 Capital stock:		
a Preferred stock.....		
b Common stock.....		
19 Paid-in or capital surplus (attach reconciliation).....		
20 Retained earnings		
21 Less cost of treasury stock.....		
22 Total liabilities and stockholders' equity	2,497,424.	2,150,521.

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Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership?
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust?
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3?
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.....	1	- 6,458,694.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes	177,210.	
h Other (attach schedule)	0.	0.
3 Total net additions	177,210.	0.
4 Total net subtractions.....		
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	- 6,281,484.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b.....	5c	- 6,281,484.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	- 185,555.

Enter exchange rate used for line 5d ►

0.0295400

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income.....	8	

Yes No

<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>

- Was any income of the foreign corporation blocked?
- Did any such income become unblocked during the tax year (see section 964(b))?

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

W. R. GRACE TAIWAN, INC.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-44,054,044.	-2,106,545.				-46,160,589.
2a Current year E&P						
b Current year deficit in E&P	6,281,484.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-50,335,528.	-2,106,545.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-50,335,528.	-2,106,545.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-50,335,528.	-2,106,545.	0.	0.	0.	-52,442,073.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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NTF 35690

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SCHEDULE M

(Form 5471)

(Rev. May 2001)

Department of the Treasury

Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W. R. GRACE TAIWAN, INC.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► New Taiwan Dollar 0.0295400

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....		150.	10,020.		
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	150.	10,020.	0.	0.
10 Purchases of stock in trade (inventory).....		756,555.	869,944.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....			171,451.		
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....		47,279.			
16 Dividends paid		110,269.			
17 Interest paid					
18 Add lines 10 through 17	0.	914,103.	1,041,395.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions		1,914,923.			
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

• 000786 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE TAIWAN, INC.

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	-1,133,730	-33,490
Total	-1,133,730	-33,490

000786 09/03/2002
 W. R. GRACE & CO. & SUBSIDIARIES
 W. R. GRACE TAIWAN, INC.

Statement 2
 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	978,628	28,909
ADVERTISING	535,535	15,820
GENERAL STATIONARY AND SU	495,690	14,643
TELEPHONE COMMUNICATIONS	5,197,938	153,547
OPERATING COSTS	611,619	18,067
UTILITIES	430,480	12,716
REPAIRS AND MAINTENANCE	72,004	2,127
INSURANCE	633,186	18,704
SERVICE CHARGES	1,944,995	57,455
OTHER DEDUCTIONS	6,493,429	191,816
INTER CORP. - OTHER EXP.	4,232,469	125,027
Total	21,625,973	638,831

STATEMENT 3
65-0773649

000786 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE TAIWAN, INC.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	9,223	11,899
CURRENT DEFERRED TAXES	5,346	
Total	14,569	11,899

000786 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE TAIWAN, INC.

STATEMENT 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7. -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	69,831	65,587
Total	69,831	65,587

000786 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE TAIWAN, INC.

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	9,855	5,942
Total	9,855	5,942

000786 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE TAIWAN, INC.

STATEMENT 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	114,414	77,792
ACCRUED CURRENT LIABILITI	89,976	179,934
INDEMNITIES, PENSIONS AND	-327,213	-222,552
INTER CORPORATE BAL. WITH	751,127	669,325
Total	628,304	704,499

Form 5471

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES	A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300	B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487	C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100%
Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001	

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation W.R.GRACE THAILAND LTD. 253/2 BANGPOO INDUSTRIAL ESTATE, SUKHUMVIT RD KM 34, MUANG SUMATPRAKERN 10280, THAILAND	b Employer identification number, if any			
	c Country under whose laws incorporated THAILAND			
d Date of incorporation 7/25/79	e Principal place of busn. THAILAND	f Principal business activity code number 325900	g Principal business activity OTHER CHEMICAL PRODUCT MFG	h Functional currency Thailand Baht

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different R INTARATHACHANG	

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	61,000	61,000

Part II -- Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form 5471 (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

Schedule C Income Statement (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a Gross receipts or sales	1a 567,664,747.	12,766,780.
	b Returns and allowances	1b 9,669,024.	217,456.
	c Subtract line 1b from line 1a	1c 557,995,723.	12,549,324.
	2 Cost of goods sold	2 407,499,103.	9,164,654.
	3 Gross profit (subtract line 2 from line 1c)	3 150,496,620.	3,384,670.
	4 Dividends	4	
	5 Interest	5 -7,292,406.	-164,006.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
D E D U C T I O N S	8 Other income (attach schedule)	SEE. STATEMENT. 1	
	9 Total income (add lines 3 through 8)	9 149,333,792.	3,358,518.
	10 Compensation not deducted elsewhere	10 50,262,770.	1,130,410.
	11 Rents, royalties, and license fees	11 44,635,964.	1,003,863.
	12 Interest	12 1,551,171	34,886.
	13 Depreciation not deducted elsewhere	13 10,239,155.	230,279.
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 94,264.	2,120.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	SEE. STATEMENT. 2	
I N C O M E	17 Total deductions (add lines 10 through 16)	16 43,475,051.	977,754.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	17 150,258,375.	3,379,312.
	19 Extraordinary items and prior period adjustments (see instructions)	18 -924,583.	-20,794.
	20 Provision for income, war profits, and excess profits taxes (see instructions)	19	
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	20 1,696,904.	38,163.
		21 -2,621,487.	-58,957.

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.				
2 THAILAND		1,696,904.	0225130	38,202.
3				
4				
5				
6				
7				
8 Total.....				38,202.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

	Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1 -110,001.	622,166.
2a Trade notes and accounts receivable.....		2a 2,762,515.	2,741,580.
b Less allowance for bad debts.....		2b (38,663.) (84,079.)
3 Inventories		3 1,085,770.	1,443,158.
4 Other current assets (attach schedule).....	SEE STATEMENT. 3	4 44,840.	15,790.
5 Loans to stockholders and other related persons.....		5	
6 Investment in subsidiaries (attach schedule)		6	
7 Other investments (attach schedule)	SEE STATEMENT. 4	7 45,816.	39,938.
8a Buildings and other depreciable assets		8a 2,577,818.	2,564,347.
b Less accumulated depreciation		8b (1,293,005.) (1,391,337.)
9a Depletable assets		9a () ()	
b Less accumulated depletion.....		9b () ()	
10 Land (net of any amortization).....		10 111,512.	107,185.
11 Intangible assets:		11a	
a Goodwill		11b	
b Organization costs		11c	
c Patents, trademarks, and other intangible assets		11d () ()	
d Less accumulated amortization for lines 11a, b, and c		12 73,995.	55,151.
12 Other assets (attach schedule).....	SEE STATEMENT. 5	13 5,260,597.	6,282,057.
13 Total assets			
	Liabilities and Stockholders' Equity		
14 Accounts payable.....		14 2,161,921.	1,411,035.
15 Other current liabilities (attach schedule).....	SEE STATEMENT. 6	15 1,284,073.	1,274,830.
16 Loans from stockholders and other related persons.....		16 3,385,887.	5,165,587.
17 Other liabilities (attach schedule)		17 0.	0.
18 Capital stock:			
a Preferred stock		18a	
b Common stock		18b 35,761.	34,374.
19 Paid-in or capital surplus (attach reconciliation).....		19 0.	0.
20 Retained earnings		20 -1,607,045.	-1,603,769.
21 Less cost of treasury stock.....		21 () ()	
22 Total liabilities and stockholders' equity		22 5,260,597.	6,282,057.

Form 5471 (Rev. 5-2001)

W.R.GRACE THAILAND LTD.

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership?
- If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust?
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3?
- If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.....	1	-2,621,487.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule)		
3 Total net additions	0.	0.
4 Total net subtractions	0.	0.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-2,621,487.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	-2,621,487.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	-58,957.

Enter exchange rate used for line 5d ►

0.0224900

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income.....	8	

Yes No

- Was any income of the foreign corporation blocked?
- Did any such income become unblocked during the tax year (see section 964(b))?

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R.GRACE THAILAND LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-88,941,546.	30,438,067.				-58,503,479.
2a Current year E&P						
b Current year deficit in E&P	2,621,487.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-91,563,033.	30,438,067.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-91,563,033.	30,438,067.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-91,563,033.	30,438,067.	0.	0.	0.	-61,124,966.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
(Rev. May 2001)Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

W.R.GRACE THAILAND LTD.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Thailand Baht 0.0224900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....			1,514,336.		
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	0.	1,514,336.	0.	0.
10 Purchases of stock in trade (inventory).....		516,600.	2,936,546.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....		216,000.	169,303.		
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....		202,726.	112,896.		
16 Dividends paid					
17 Interest paid			164,652.		
18 Add lines 10 through 17	0.	935,326.	3,383,397.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			5,038,750.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

✓ 000763 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R.GRACE THAILAND LTD.

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	6,129,578	137,854
Total	6,129,578	137,854

000763 09/03/2002
 W. R. GRACE & CO. & SUBSIDIARIES
 W.R.GRACE THAILAND LTD.

Statement 2
 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	2,188,302	49,215
CHARITABLE DEDUCTIONS	38,000	855
ADVERTISING	2,190,433	49,263
GENERAL STATIONARY AND SU	1,984,582	44,633
TELEPHONE COMMUNICATIONS	19,989,330	449,560
OPERATING COSTS	7,600,923	170,945
UTILITIES	1,116,682	25,114
REPAIRS AND MAINTENANCE	2,819,267	63,405
INSURANCE	1,062,323	23,892
SERVICE CHARGES	4,485,209	100,872
Total	43,475,051	977,754

• 000763 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R.GRACE THAILAND LTD.

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	44,840	15,790
Total	44,840	15,790

000763 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R.GRACE THAILAND LTD.

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	45,816	39,938
Total	45,816	39,938

000763 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R.GRACE THAILAND LTD.

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	73,995	55,151
Total	73,995	55,151

000763 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R.GRACE THAILAND LTD.

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	126,769	117,382
ACCRUED CURRENT LIABILITI	191,290	243,316
INTER CORPORATE BAL. WITH	966,014	914,132
Total	1,284,073	1,274,830

Form 5471

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate Instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01 , 2001 , and ending 12/31 , 2001

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 2 3 4 5 **C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period

100 %

Filer's tax year beginning 01/01 , 2001 , and ending 12/31 , 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

GRACE VENEZUELA, S.A.

PROLONGACION AV MICHELENA

C/C NORTE SUR 3 ZONA INDUSTRIAL MUNICIPAL, VALENCIA, VENEZUELA

b Employer identification number, if anyC Country under whose laws incorporated
VENEZUELA

d Date of incorporation	e Principal place of busn.	f Principal business activity code number	g Principal business activity	h Functional currency
03/16/60	VENEZUELA	325900	OTHER CHEMICAL PRODUCT MFG	Venezuelan Bolivar

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent (if any) in the United States**

NONE

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss) (ii) U.S. income tax paid (after all credits)

c Name and address of foreign corporation's statutory or resident agent in country of incorporation**d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different**

Fatima De Gois

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	11,298,740	11,298,740

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock <i>(Note: This description should match the corresponding description entered in Part I, column (a).)</i>	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate Instructions.

Form 5471 (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

Schedule C Income Statement (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	5,294,975,150.	7,307,066.
	b Returns and allowances	497,628,511.	686,727.
	c Subtract line 1b from line 1a	4,797,346,639.	6,620,339.
	2 Cost of goods sold	3,180,634,363.	4,389,276.
	3 Gross profit (subtract line 2 from line 1c)	1,616,712,276.	2,231,063.
	4 Dividends		
	5 Interest	182,899,408.	252,402.
	6 Gross rents, royalties, and license fees		
	7 Net gain or (loss) on sale of capital assets		
DEDUCTIONS	8 Other income (attach schedule)	SEE STATEMENT 1.	
	9 Total income (add lines 3 through 8)	2,163,827,412.	2,986,083.
	10 Compensation not deducted elsewhere	914,914,140.	1,262,582.
	11 Rents, royalties, and license fees	39,702,679.	54,790.
	12 Interest		
	13 Depreciation not deducted elsewhere	113,126,020.	156,114.
	14 Depletion		
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	3,000,000.	4,140.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	SEE STATEMENT 2.	
NET INCOME	17 Total deductions (add lines 10 through 16)	646,348,909.	891,960.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	1,717,091,748.	2,369,586.
	19 Extraordinary items and prior period adjustments (see instructions)		
	20 Provision for income, war profits, and excess profits taxes (see instructions)		
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	446,735,664.	616,497.
		19	
		20	159,084,457.
		21	287,651,207.
			396,960.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 VENEZUELA	122,011,349.	0013538	165,179.
3			
4			
5			
6			
7			
8 Total			165,179.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1,305,998.	1,487,485.
2a Trade notes and accounts receivable		1,695,360.	1,631,555.
b Less allowance for bad debts		(-644,917.)	(-553,629.)
3 Inventories		1,315,893.	889,599.
4 Other current assets (attach schedule)	SEE STATEMENT 3.	23,800.	36,472.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4.	0.	0.
8a Buildings and other depreciable assets		1,722,785.	1,595,908.
b Less accumulated depreciation		(781,936.)	(858,550.)
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)		34,696.	32,027.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c			
12 Other assets (attach schedule)	SEE STATEMENT 5.	184,548.	89,162.
13 Total assets		6,146,061.	5,457,287.
Liabilities and Stockholders' Equity			
14 Accounts payable		392,921.	71,632.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6.	1,079,047.	1,110,728.
16 Loans from stockholders and other related persons		-3,569,708.	-3,714,435.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock			
19 Paid-in or capital surplus (attach reconciliation)		1,335,978.	1,233,210.
20 Retained earnings		279,742.	258,224.
21 Less cost of treasury stock		6,628,081.	6,497,928.
22 Total liabilities and stockholders' equity		()	()
		6,146,061.	5,457,287.

Schedule G Other Information

- | | Yes | No |
|---|--------------------------|-------------------------------------|
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity. | | |

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.....	1	287,651,207.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves.....		
f Inventory adjustments		
g Taxes.....	37,073,108.	
h Other (attach schedule).....	0.	0.
3 Total net additions	37,073,108.	
4 Total net subtractions.....		0.
5a Current earnings and profits (line 1 plus line 3 minus line 4)		5a 324,724,315.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		5b
c Combine lines 5a and 5b.....		5c 324,724,315.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).....		5d 448,120.

Enter exchange rate used for line 5d ►

0.0013800

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring Income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income.....	8	

● Was any income of the foreign corporation blocked?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
● Did any such income become unblocked during the tax year (see section 964(b))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

000304 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE VENEZUELA, S.A.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	3,411,433,443.	11,457,892.				3,422,891,335.
2a Current year E&P	324,724,315.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	3,736,157,758.	11,457,892.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	3,736,157,758.	11,457,892.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	3,736,157,758.	11,457,892.	0.	0.	0.	3,747,615,650.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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SCHEDULE M

(Form 5471)

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE VENEZUELA, S.A.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Venezuelan Bolivar 0.0013800

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....		38,065.	132,119.		
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received			223,754.		
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	38,065.	355,873.	0.	0.
10 Purchases of stock in trade (inventory).....		229,520.	150,579.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	229,520.	150,579.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...			3,380,576.		

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	364,215,728	502,618
-----	-----	-----
Total	364,215,728	502,618
=====	=====	=====

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	49,639,372	68,502
CHARITABLE DEDUCTIONS	100,000	138
ADVERTISING	32,331,675	44,618
GENERAL STATIONARY AND SU	21,474,187	29,634
TELEPHONE COMMUNICATIONS	149,684,299	206,564
OPERATING COSTS	56,277,284	77,663
UTILITIES	8,107,579	11,188
REPAIRS AND MAINTENANCE	3,015,263	4,161
INSURANCE	26,124,759	36,052
SERVICE CHARGES	154,962,278	213,848
OTHER DEDUCTIONS	144,632,213	199,592
Total	646,348,909	891,960

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 --- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	23,800	36,472
Total	23,800	36,472

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
	0	0
Total	0	0

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	184,548	89,162
Total	184,548	89,162

000304 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE VENEZUELA, S.A.

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	9,364	7,611
INCOME TAXES PAYABLE	45,165	32,684
ACCRUED CURRENT LIABILITI	522,352	602,488
DEFERRED INCOME	-71,872	
INDEMNITIES, PENSIONS AND	421,360	395,922
INTER CORPORATE BAL. WITH	152,678	72,023
Total	1,079,047	1,110,728

Form 5471

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01 , 2001 , and ending 12/31 , 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation

INVERSIONES GSC, S.A.

PROLONGACION AV. MICHELENA CRUCE CON CALLE

NORTE-SUR-3, ZONA IND. MUNICIPAL, VALENCIA, VZA 2003

b Employer identification number, if anyC Country under whose laws incorporated
VENEZUELA**d Date of incorporation****e Principal place of busn.****f Principal business activity
code number****g Principal business activity****h Functional currency**

12/26/91

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States****b If a U.S. income tax return was filed, please show:**(i) Taxable income or (loss) (ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different****Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

**(a) Description of each class of Preferred stock
(Note: This description should match the corresponding
description entered in Part I, column (a).)****(b) Par value in
functional currency****(c) Rate of dividend****(d) Indicate whether
stock is cumulative or
noncumulative**

For Paperwork Reduction Act Notice, see the separate Instructions.

Form 5471 (Rev. 5-2001)